

02-13-2002



1-74-02

101980682

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REGISTRATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Fieldbrook Farms, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Fieldbrook Acquisition, Inc. Internal Address: Street Address: One Ice Cream Drive City: Dunkirk State: NY Zip: 14048 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: January 7, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75980907 76338640 75598530 B. Trademark Registration No.(s) See Attached Additional number(s) attached [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Amy Span Wergeles Internal Address: Street Address: Robinson & Cole LLP 280 Trumbull Street City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 16 7. Total fee (37 CFR 3.41) \$ 415.00 [X] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 18-1685 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Amy Span Wergeles Name of Person Signing Signature Date January 24, 2002

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

02/12/2002 ANNEX1 00000124 75980907 01 FC:481 40.00 OP

375.00 OP

Section #4 continued:

1806297	1423123
1838016	1367956
0939960	2508049
1731410	2257276
0830274	0842941
0843310	1422149
2340006	

Trademark Assignment

WHEREAS, FIELDBROOK FARMS, INC., a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as the "Assignor") has adopted and used the trademarks identified on Schedule A hereto and the federal and state registrations and pending applications therefor; and

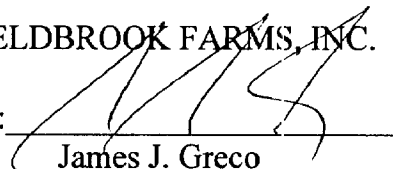
WHEREAS, Assignor has assigned said trademarks to FIELDBROOK ACQUISITION, INC., a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as the "Assignee") pursuant to the Asset Purchase Agreement dated December 20, 2001; and

WHEREAS, the Assignor and the Assignee are desirous of confirming the assignment for purposes of filing the same with the United States Patent and Trademark Office and other appropriate governmental offices.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor sold, transferred, assigned, and delivered, and hereby sells, transfers, assigns and delivers unto Assignee, effective as of the date hereof, all right, title and interest in and to said trademarks and the federal and state registrations and pending applications therefor, together with the goodwill of the business connected with and symbolized by such trademarks and trademark registrations and applications, as well as all rights to damages or profits, due or accrued, arising out of past infringement of such service mark or injury to said goodwill and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed on behalf of the Assignor by its duly authorized officer as of the date hereof.

FIELDBROOK FARMS, INC.

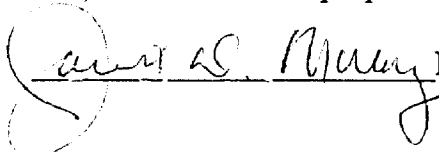
By: 
James J. Greco
Chief Executive Officer

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

ss: 

On the 7th day of January, 2002, before me personally came James J. Greco, to me known to be the person who executed the foregoing instrument and who being duly sworn by me did depose and say that he is the Chief Executive Officer of Fieldbrook Farms, Inc., that he executed the instrument in the name of Fieldbrook Farms, Inc., that he had the authority to sign the same, and that he acknowledged that he executed the same as an act and deed of Fieldbrook Farms, Inc., for the uses and purposes therein mentioned.

 Notary Public

JANET D. MORENCY
Notary Public of Connecticut
My Commission Expires Nov 30, 2005
Notary # 75074

FIELDBROOK FARMS, INC.**U.S. Federal Trademark Applications**

Mark	International Class	Application Number	Owner
FIELDBROOK FARMS	29	75/980,907	Fieldbrook Farms, Inc.
FIELDBROOK FARMS	30	75/598,530	Fieldbrook Farms, Inc.
PUDDING PALS	30	76/338,640	Fieldbrook Farms, Inc.

U.S. Federal Trademark Registrations

Mark	International Class	Registration Number	Owner
DARI FARMS	30	1,806,297	Fieldbrook Farms, Inc.
DEERING	30 and 42	1,838,016	Fieldbrook Farms, Inc.
DEERING and Design	42	1,479,120	Fieldbrook Farms, Inc.
FUN STICKS	30	2,508,049	Fieldbrook Farms, Inc.
MAGIC OF MAINE SINCE 1886	30	2,257,276	Fieldbrook Farms, Inc.
MASTER PIECE	30	842,941	Fieldbrook Farms, Inc.
MY FAVORITE	30	1,422,149	Fieldbrook Farms, Inc.
MY FAVORITE ICE CREAM and Design	30	1,423,123	Fieldbrook Farms, Inc.
OLD FASHIONED "HAND DIPPIN KIND"	30	1,367,956	Fieldbrook Farms, Inc.
PARTY PARADE	30	939,960	Fieldbrook Farms, Inc.
PARTY TREAT	30	1,731,410	Fieldbrook Farms, Inc.
PARTY TREAT	30	830,274	Fieldbrook Farms, Inc.

Mark	International Class	Registration Number	Owner
SCOTCH PAK	30	843,310	Fieldbrook Farms, Inc.
THE MAGIC OF MAINE SINCE 1886 and Design	30	2,340,006	Fieldbrook Farms, Inc.

State Trademark Registrations

State	Mark	Registration Number	Owner
Maine	THE MAGIC OF MAINE SINCE 1886	19970376M	Fieldbrook Farms, Inc.
New York	DUNKIRK	R-28656	Fieldbrook Farms, Inc.
New York	SLENDER PAK	R-28657	Fieldbrook Farms, Inc.
New York	TREATS-A-PLENTY	R-26926	Fieldbrook Farms, Inc.
Pennsylvania	SLENDER PAK	779723	Fieldbrook Farms, Inc.